

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: Bombay Rayon Fashions Limited**  
**Quarter ended on: September 30, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Only sitting fees are paid to the Independent Directors. The said fees are paid within the limits stipulated under the Companies Act, 2013.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		-

(A) Related Party Transactions	49 (VIII A)	Yes	There were no material related party transactions during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	No treatment different from the prescribed Accounting Standards has been followed while preparing financial statements during the quarter.
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	Information regarding the same was disclosed in report on Management discussion and Analysis, forming part of the Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues, etc.	49 (VIII-I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For BOMBAY RAYON FASHIONS LIMITED

*Prachi*

**Prachi Deshpande**  
**Director-Secretarial & Corporate Affairs**